Bernal Alejandro Form 4 February 15, 2018

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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subject to Section 16. Form 4 or Form 5 obligations

Check this box

if no longer

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Bernal Alejandro

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Zoetis Inc. [ZTS]

(Check all applicable)

(First) (Middle) (Last)

(Street)

3. Date of Earliest Transaction

(Month/Day/Year)

X_ Officer (give title below)

Director

10% Owner Other (specify

C/O ZOETIS INC., 10 SYLVAN

02/13/2018

below) **Executive Vice President**

WAY

4. If Amendment, Date Original

(Instr. 8)

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

PARSIPPANY, NJ 07054

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T) (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date Underlying Securitie** Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) Disposed of (Instr. 3, 4, and	osed of (D)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour Numbe Shares
Performance Award Unit	<u>(2)</u>	02/13/2018		A		5,936.761		(3)	<u>(4)</u>	Common Stock	5,936

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Bernal Alejandro C/O ZOETIS INC. 10 SYLVAN WAY PARSIPPANY, NJ 07054

Executive Vice President

Signatures

/s/ Katherine H. Walden, as Attorney-in-Fact

02/15/2018

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations, See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Represents performance award units with a three-year performance period covering 2015-2017 that were granted pursuant to the Zoetis Inc. 2013 Equity and Incentive Plan, and dividend equivalent units automatically issued thereon. The performance award units reported

- herein were deemed acquired on February 13, 2018, which is the date the Zoetis Compensation Committee certified the level of achievement of the applicable performance goal for these performance award units. The performance award units (and dividend equivalent units issued thereon) will vest and be settled in shares of Zoetis common stock on February 27, 2018, subject to the reporting person's continued service through such vesting date and subject to earlier vesting and settlement upon certain specific events.
- (2) Each performance award unit represents a contingent right to receive one share of Zoetis Inc. common stock.
- (3) Each performance award unit will vest and be settled in shares of Zoetis Inc. common stock on February 27, 2018, subject to the reporting person's continued service through such vesting date and subject to earlier vesting and settlement upon certain specific events.
- (4) Not applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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